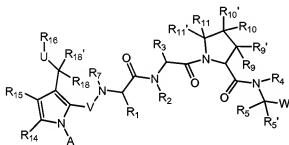


AMENDMENTS TO THE CLAIMS

Please amend Claim 1. The Claim listing below will replace all prior versions of the Claims in the application.

Claim Listing

1. (currently amended) A compound of formula I:



3 substituents independently selected from J;

J is halogen, -OR', -NO₂, -CN, -CF₃, -OCF₃, -R', oxo, thioxo, =N(R'), =N(OR'), 1,2-methylenedioxy, 1,2-ethylenedioxy, -N(R')₂, -SR', -SOR', -SO₂R', -SO₂N(R')₂, -SO₃R', -C(O)R', -C(O)C(O)R', -C(O)C(O)OR', -C(O)C(O)N(R')₂, -C(O)CH₂C(O)R', -C(S)R', -C(S)OR', -C(O)OR', -OC(O)R', -C(O)N(R')₂, -OC(O)N(R')₂, -C(S)N(R')₂, -(CH₂)₀₋₂NHC(O)R', -N(R')N(R')COR', -N(R')N(R')C(O)OR', -N(R')N(R')CON(R')₂, -N(R')SO₂R', -N(R')SO₂N(R')₂, -N(R')C(O)OR', -N(R')C(O)R', -N(R')C(S)R', -N(R')C(O)N(R')₂, -N(R')C(S)N(R')₂, -N(COR')COR', -N(OR')R', -C(=NH)N(R')₂, -C(O)N(OR')R', -C(=NOR')R', -OP(O)(OR')₂, -P(O)(R')₂, -P(O)(OR')₂, or -P(O)(H)(OR');
wherein;

each R' is independently selected from the group consisting of:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, and

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 5 atoms in R' are optionally and independently substituted with J;

wherein two R' groups bound to the same atom optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from the group consisting of N, NH, O, S, SO, and SO₂, wherein said ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl, wherein any ring has up to 3 substituents selected independently from J;

R₁₀, R_{10'}, R₁₁, and R_{11'} are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,
 [(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-,
 (C6-C10)-aryl-,
 (C6-C10)-aryl-(C1-C12)aliphatic-,
 (C3-C10)-heterocyclyl-,
 (C3-C10)-heterocyclyl-(C1-C12)aliphatic-,
 (C5-C10)-heteroaryl-, or
 (C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein any ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein up to 3 aliphatic carbon atoms in each of R₁₀, R_{10'}, R₁₁, and R_{11'} are optionally replaced by a heteroatom selected from O, NH, S, SO, or SO₂ in a chemically stable arrangement;

wherein each of R₁₀, R_{10'}, R₁₁, and R_{11'} is independently and optionally substituted with up to 3 substituents independently selected from J; or

R₁₀ is -OR' and R_{10'} is H; or

R₁₀ and R_{10'} are both -OR' or -SR'; or

R₁₀ and R_{10'} are both fluorine; or

R₁₀ and R_{10'} are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;

wherein the R₁₀ and R_{10'} atoms bound to the carbon atom are independently C(H), N, NH, O, S, SO, or SO₂;

wherein said ring optionally contains up to 4 heteroatoms independently selected from the group consisting of N, NH, O, S, SO, and SO₂;

wherein any atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J; and

wherein said ring is optionally fused to a second ring selected from the group consisting of (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J; or

R₉ and R₁₀ are optionally taken together with the ring atoms to which they are

bound to form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system up to 3 heteroatoms independently selected from N, NH, O, S, SO, or SO₂; wherein said ring system is optionally substituted with up to 3 substituents selected independently from J; or

R₁₀ and R₁₁ are optionally taken together with the ring atoms to which they are bound to form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially unsaturated ring system having up to 3 heteroatoms independently selected from N, NH, O, S, SO, or SO₂; wherein said ring is optionally substituted with up to 3 substituents selected independently from J; or

R₉ and R₁₁ are optionally taken together with the ring atoms to which they are bound to form a bridged bicyclic saturated or partially unsaturated carbocyclic or heterocyclic ring system containing up to 10 atoms; wherein said ring system is optionally substituted with up to 3 substituents selected independently from J; wherein each heteroatom in the heterocyclic ring system is selected from the group consisting of N, NH, O, S, SO, and SO₂;

R₁ and R₃ are each independently:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-,

[(C3-C10)-cycloalkyl- or -cycloalkenyl]-(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each of R₁ and R₃ are optionally replaced by a heteroatom selected from O, N, NH, S, SO, or SO₂ in a chemically stable arrangement;

wherein each of R₁ and R₃ is independently and optionally substituted with up to 3 substituents independently selected from J;

R₂, R₄, and R₇ are each independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl-(C1-C12)-aliphatic-, or

(C6-C10)-aryl-(C1-C12)-aliphatic-;

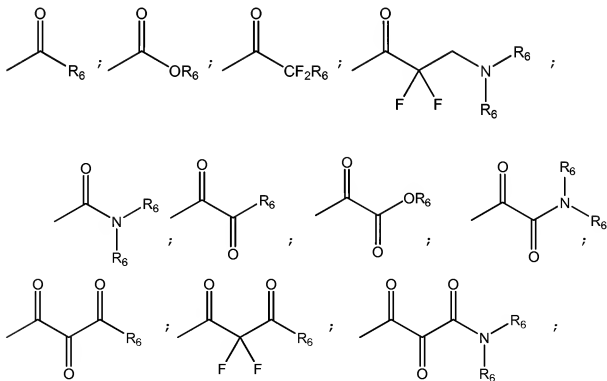
wherein up to two aliphatic carbon atoms in each of R_2 , R_4 , and R_7 are optionally replaced by a heteroatom selected from the group consisting of O, N, NH, S, SO, and SO_2 in a chemically stable arrangement;

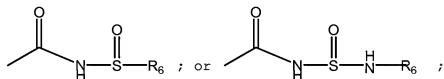
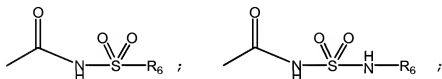
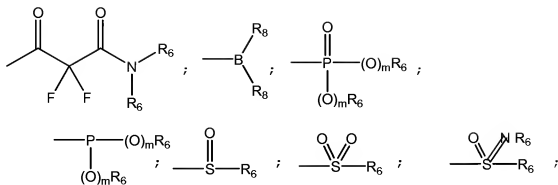
wherein each of R_2 , R_4 , and R_7 is optionally substituted with up to 3 substituents independently selected from J;

R_5 and R_5' are each independently hydrogen or (C1-C12)-aliphatic, wherein any hydrogen is optionally replaced with halogen; wherein any terminal carbon atom of R_5 is optionally substituted with sulfhydryl or hydroxy; or R_5 is Ph or $-CH_2Ph$ and R_5' is H, wherein said Ph or $-CH_2Ph$ group is optionally substituted with up to 3 substituents independently selected from J; or

R_5 and R_5' together with the atom to which they are bound optionally form a 3- to 6-membered saturated or partially unsaturated ring having up to 2 heteroatoms selected from the group consisting of N, NH, O, SO, and SO_2 ; wherein said ring is optionally substituted with up to 2 substituents selected independently from J;

W is:





wherein m is 0 or 1;

wherein each R_6 is independently:

hydrogen-,

(C1-C12)-aliphatic-,

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-cycloalkyl- or cycloalkenyl-,

[(C3-C10)-cycloalkyl- or cycloalkenyl]-(C1-C12)-aliphatic-,

(C3-C10)-heterocyclyl-,

(C3-C10)-heterocyclyl-(C1-C12)-aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each R_6 is optionally replaced by a heteroatom selected from O, NH, S, SO, or SO_2 in a chemically stable arrangement;

wherein R_6 is optionally substituted with up to 3 J substituents; or
 two R_6 groups, together with the nitrogen atom to which they are bound,
 optionally form a 5- to 6-membered aromatic or a 3- to 7-membered saturated or partially
 unsaturated ring system having up to 3 heteroatoms independently selected from the
 group consisting of N, NH, O, S, SO, and SO_2 , wherein said ring is optionally fused to a
 (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or a (C3-C10)heterocyclyl,
 wherein any ring has up to 3 substituents selected independently from J;

wherein each R_8 is independently $-OR'$; or the R_8 groups together with the boron
 atom, is a (C3-C10)-membered heterocyclic ring having in addition to the boron up to 3
 additional heteroatoms selected from the group consisting of N, NR' , O, SO, and SO_2 ;

V is $-C(O)-$, $-C(S)-$, $-S(O)-$, or $-S(O)_2-$;

A is hydrogen or $-C(R_{12})(R_{12'})-T-R_{13}$;

T is oxygen or a bond;

R_{12} and $R_{12'}$ are each independently:

hydrogen-, or

(C1-C6)-aliphatic-;

wherein up to two aliphatic carbon atoms in each of R_{12} and $R_{12'}$ are optionally
 replaced by a heteroatom selected from the group consisting of O, N, NH, S, SO, and SO_2
 in a chemically stable arrangement; or

R_{12} is absent and $R_{12'}$ is $=O$;

R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, $-SO_3R'$, $-R'$, or R_{19} ;

R_{19} is:

hydrogen,

(C1-C12)-aliphatic-,

(C6-C10)-aryl-(C1-C12)aliphatic-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-;

wherein up to 3 aliphatic carbon atoms in each R_{19} is optionally replaced by a
 heteroatom selected from O, NR_{19} , S, SO, or SO_2 in a chemically stable arrangement;

wherein up to 3 aliphatic carbon atoms in each R_{19} is optionally replaced with
 $-C(O)-$;

wherein R_{19} is optionally substituted with up to 3 J substituents;

wherein any NR₁₉, taken together with the nitrogen and a carbon adjacent to the nitrogen, optionally forms a 5- to 7-membered ring system, wherein said ring system optionally contains up to three additional heteroatoms selected from the group consisting of O, N, NH, S, SO, and SO₂ in a chemically stable arrangement;

R₁₄ and R₁₅ are independently halogen, -OR', -OC(O)N(R')₂, -NO₂, -CN, -CF₃, -OCF₃, -R', 1,2-methylenedioxy, 1,2-ethylenedioxy, -N(R')₂, -SR', -SOR', -SO₂R', -SO₂N(R')₂, -SO₃R', -C(O)R', -C(O)C(O)R', -C(O)CH₂C(O)R', -C(S)R', -C(O)OR', -OC(O)R', -C(O)N(R')₂, -OC(O)N(R')₂, -C(S)N(R')₂, or -(CH₂)₀₋₂NHC(O)R';

R₁₆ is R', -C(O)R', -P(O)(OR')₂, or -SO₃R';

U is O, N, or a bond; and

R₁₈ and R_{18'} are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;

wherein the R₁₈ and R_{18'} atoms bound to the carbon atom are independently O or N;

wherein said ring optionally contains up to 1 additional heteroatom selected from the group consisting of N, NH, O, S, SO, and SO₂;

wherein any substitutable atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J;

wherein said ring is optionally fused to a second ring selected from the group consisting of (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J;

provided that when R₁₈ and R_{18'} are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system, then R₁₆ is R'; or

R_{18'} is =O, =CH₂, =N(R'), or =N(OR') and R₁₈ is absent, provided that when R₁₈ is absent and R_{18'} is =CH₂, then U is oxygen; and

provided that when R₁₈ is absent and R_{18'} is =O, =N(R') or =N(OR'), then U is a bond and R₁₆ is R'; and

provided that when R₁₈ is absent, [[and]] R_{18'} is =O, [[then]] U is a bond and R₁₆ is R', then A is -C(R₁₂)(R₁₂)-T-R₁₃.

2. (original) The compound according to claim 1, wherein V is $-C(O)-$.

3. (previously presented) The compound according to claim 2, wherein:
 - A is $-C(R_{12})(R_{12}')-T-R_{13}$;
 - R_{12} and R_{12}' are both hydrogen;
 - T is oxygen;
 - R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, $-SO_3R'$, or $-R'$;
 - R_{14} and R_{15} are both $-R'$;
 - R_{18}' is $=O$ and R_{18} is absent;
 - U is a bond; and
 - R_{16} is R' , wherein R' is:
 - (C1-C12)-aliphatic-,
 - (C3-C10)-cycloalkyl- or $-cycloalkenyl$ -, or
 - [(C3-C10)-cycloalkyl or $-cycloalkenyl$](C1-C12)-aliphatic-; and
 wherein up to 5 atoms in R' are optionally and independently substituted with J.

4. (original) The compound according to claim 3, wherein:
 - R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, or $-R'$;
 - R_{14} and R_{15} are both $-R'$ and R' is (C1-C12)-aliphatic-; and
 - R_{16} is R' , wherein R' is (C1-C12)-aliphatic-.

5. (previously presented) The compound according to claim 2, wherein:
 - A is $-C(R_{12})(R_{12}')-T-R_{13}$;
 - R_{12} is hydrogen and R_{12}' is (C1-C6)-aliphatic-;
 - wherein up to two aliphatic carbon atoms in R_{12}' are optionally replaced by a heteroatom selected from the group consisting of O, N, NH, S, SO, and SO_2 in a chemically stable arrangement;
 - T is oxygen;
 - R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, $-SO_3R'$, or $-R'$;
 - R_{14} and R_{15} are both $-R'$;

$R_{18'}$ is =O and R_{18} is absent;

U is a bond; and

R_{16} is R' , wherein R' is:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-, or

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-; and

wherein up to 5 atoms in R' are optionally and independently substituted with J.

6. (previously presented) The compound according to claim 5, wherein:

R_{13} is $-C(O)R'$, $-P(O)(OR')_2$, or $-R'$;

R_{14} and R_{15} are both $-R'$ and R' is (C1-C12)-aliphatic-; and

R_{16} is R' , wherein R' is (C1-C12)-aliphatic-.

7. (previously presented) The compound according to claim 2, wherein:

A is $-C(R_{12})(R_{12'})-T-R_{13}$;

R_{12} is absent and $R_{12'}$ is =O;

T is oxygen or a bond;

R_{13} is $-R_{19}$;

R_{14} and R_{15} are both $-R'$;

$R_{18'}$ is =O and R_{18} is absent;

U is a bond; and

R_{16} is R' , wherein R' is:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-, or

[(C3-C10)-cycloalkyl or -cycloalkenyl]-(C1-C12)-aliphatic-; and

wherein up to 5 atoms in R' are optionally and independently substituted with J.

8. (original) The compound according to claim 2, wherein:

$R_{18'}$ is $=CH_2$, and R_{18} is absent;

U is oxygen;

R_{16} is R' , $-C(O)R'$, $-P(O)(OR')_2$, or $-SO_3R'$;

R₁₄ and R₁₅ are both -R'; and
A is hydrogen.

9. (previously presented) The compound according to claim 8, wherein:

R₁₆ is R', -C(O)R', or -P(O)(OR')₂; and
R₁₄ and R₁₅ are both -R' and R' is (C1-C12)-aliphatic-.

10. (original) The compound according to claim 2, wherein:

R₁₈' is =N(R') or =N(OR') and R₁₈ is absent;
U is a bond;
R₁₆ is R';
R₁₄ and R₁₅ are both -R'; and
A is hydrogen.

11. (original) The compound according to claim 10, wherein:

R₁₄ and R₁₅ are both -R' and R' is (C1-C12)-aliphatic-.

12. (previously presented) The compound according to claim 2, wherein:

R₁₈ and R₁₈' are optionally taken together with the carbon atom to which they are bound to form a 5- to 7-membered saturated or partially unsaturated ring system;
wherein the R₁₈ and R₁₈' atoms bound to the carbon atom are independently O or N;

wherein said ring optionally contains up to 1 additional heteroatom selected from the group consisting of N, NH, O, S, SO, and SO₂;

wherein any substitutable atom is optionally singly or multiply substituted with up to 2 substituents selected independently from J;

wherein said ring is optionally fused to a second ring selected from the group consisting of (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, and a (C3-C10)heterocyclyl, wherein said second ring has up to 3 substituents selected independently from J;

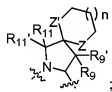
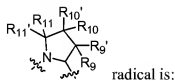
U is a bond;

R_{16} is R' ;

R_{14} and R_{15} are both $-R'$; and

A is hydrogen.

13. (previously presented) The compound according to claim 12;
 wherein the R_{18} and $R_{18'}$ atoms bound to the carbon atom are O; and
 wherein said ring optionally contains up to 1 additional oxygen atom.
14. (original) The compound according to any one of claims 1-13, wherein R_{14} and R_{15} are both $-R'$ and R' is (C1-C6)-aliphatic-.
15. (original) The compound according to claim 14, wherein R_{14} and R_{15} are both methyl.
16. (previously presented) The compound according to claim 1, wherein the



wherein:

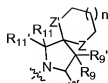
n is 0, 1, or 2;

Z and Z' are independently C(H), N, NH, O, or S;

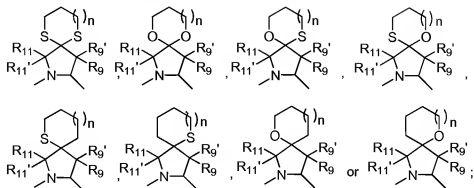
R_9 , R_9' , R_{11} , and $R_{11'}$ are as defined in claim 1; and

the spirocyclic ring containing Z and Z' is optionally substituted with up to 3 J substituents, wherein J is as defined in claim 1.

17. (original) The compound according to claim 16, wherein:



radical is:



wherein:

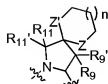
R_{11} and $R_{11'}$ are both H;

n is 0, 1, or 2;

R_9 and $R_{9'}$ are as defined in claim 1; and

the spirocyclic ring containing Z and Z' is optionally substituted with up to 3 J substituents, wherein J is as defined in claim 1.

18. (original) The compound according to claim 17, wherein the



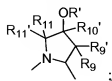
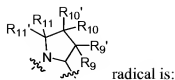
radical is:



wherein:

n is 0 or 1.

19. (previously presented) The compound according to claim 1, wherein the



wherein:

R₉, R_{9'}, R_{10'}, R₁₁, and R_{11'} are as defined in claim 1; and

R' is:

(C6-C10)-aryl-,

(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-,

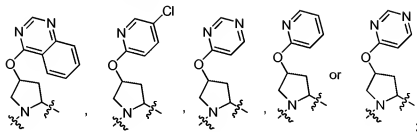
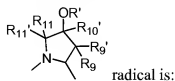
(C3-C10)-heterocyclyl-(C1-C12)aliphatic-,

(C5-C10)-heteroaryl-, or

(C5-C10)-heteroaryl-(C1-C12)-aliphatic-; and

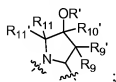
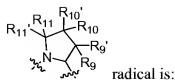
wherein up to 5 atoms in R' are optionally and independently substituted with J.

20. (original) The compound according to claim 19, wherein the



wherein the R' ring is optionally substituted with up to 5 substituents independently selected from J.

21. (previously presented) The compound according to claim 1, wherein the



wherein:

R₉, R_{9'}, R₁₀, R_{10'}, R₁₁, and R_{11'} are as defined in claim 1; and

R' is selected from the group consisting of:

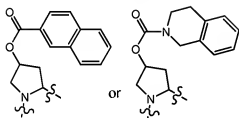
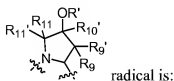
(C6-C10)-aryl-(C1-C12)aliphatic-,

(C3-C10)-heterocyclyl-(C1-C12)aliphatic-, and

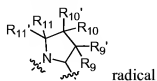
(C5-C10)-heteroaryl-(C1-C12)-aliphatic-; and

wherein up to 5 atoms in R' are optionally and independently substituted with J.

22. (previously presented) The compound according to claim 21, wherein the



23. (previously presented) The compound according to claim 1, wherein in the



R₉, R₁₀, R_{10'}, R₁₁, and R_{11'} are as defined in claim 1; and

R_{9'} is:

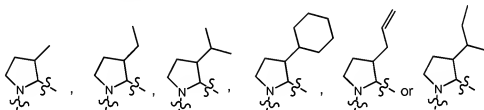
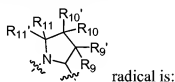
(C1-C12)-aliphatic-, or

(C3-C10)-cycloalkyl- or -cycloalkenyl-;

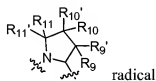
wherein up to three aliphatic carbon atoms in R_9 may be replaced by O, N, NH, S, SO, or SO_2 ; and

wherein R_9 is independently and optionally substituted with up to 3 substituents independently selected from J.

24. (original) The compound according to claim 23, wherein the



25. (previously presented) The compound according to claim 1, wherein in the



R_9 , R_9' , R_{10} , R_{10}' , and R_{11} are H; and

R_{11}' is:

(C1-C12)-aliphatic-,

(C3-C10)-cycloalkyl- or -cycloalkenyl-, or

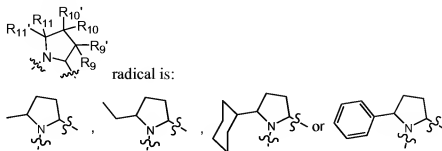
(C6-C10)-aryl-,

wherein any ring is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

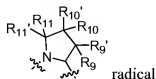
wherein up to 3 aliphatic carbon atoms in R_{11}' may be replaced by a heteroatom selected from O, NH, S, SO, or SO_2 in a chemically stable arrangement; and

wherein R_{11}' is independently and optionally substituted with up to 3 substituents independently selected from J.

26. (previously presented) The compound according to claim 25, wherein the



27. (previously presented) The compound according to claim 1, wherein in the



R_9 , R_{10} , R_{11} , and $R_{11'}$ are H; and

R_9' and R_{10}' are:

(C1-C12)-aliphatic-, or

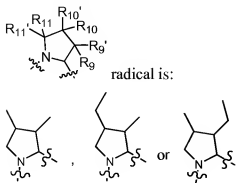
(C3-C10)-cycloalkyl- or -cycloalkenyl-,

wherein up to 3 aliphatic carbon atoms in R_9' and R_{10}' may be replaced by a

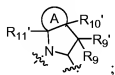
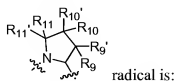
heteroatom selected from O, NH, S, SO, or SO₂ in a chemically stable arrangement; and

wherein R_9' and R_{10}' are independently and optionally substituted with up to 3 substituents independently selected from J.

28. (original) The compound according to claim 27, wherein the



29. (previously presented) The compound according to claim 1, wherein the



wherein;

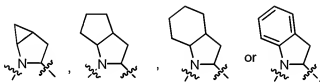
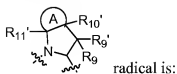
ring A is a 5- to 6-membered aromatic or a 3- to 7-membered non-aromatic ring system having up to 3 heteroatoms independently selected from N, NH, O, SO, or SO₂;

wherein said ring A is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

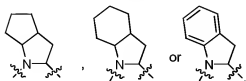
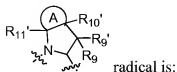
wherein any ring has up to 3 substituents selected independently from J; and

R₉, R_{9'}, R_{10'}, and R_{11'} are as defined in claim 1.

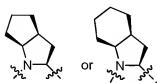
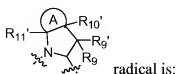
30. (original) The compound according to claim 29, wherein the



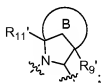
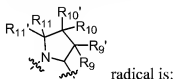
31. (original) The compound according to claim 30, wherein the



32. (original) The compound according to claim 31, wherein the



33. (previously presented) The compound according to claim 1, wherein the



wherein:

ring B forms a 3- to a 20-membered carbocyclic or heterocyclic ring system;

wherein each ring B is either aromatic or nonaromatic;

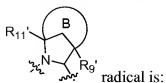
wherein each heteroatom in the heterocyclic ring system is N, NH, O, SO, or SO₂;

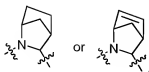
wherein ring B is optionally fused to a (C6-C10)aryl, (C5-C10)heteroaryl, (C3-C10)cycloalkyl, or (C3-C10)heterocyclyl;

wherein each ring has up to 3 substituents selected independently from J; and

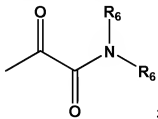
R₉' and R₁₁' are as defined in claim 1.

34. (original) The compound according to claim 33, wherein the



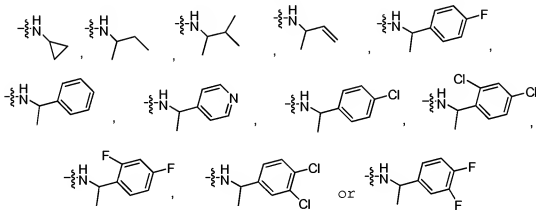


35. (previously presented) The compound according to claim 1, wherein W is:

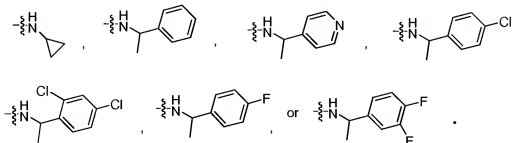


wherein in the W, the NR_6R_6 is $\text{-NH-(C1-C6 aliphatic)}$, $\text{-NH-(C3-C6 cycloalkyl)}$, $\text{-NH-CH(CH}_3\text{)-aryl}$, or $\text{-NH-CH(CH}_3\text{)-heteroaryl}$, wherein said aryl or said heteroaryl is optionally substituted with up to 3 halogens.

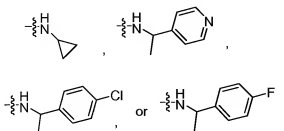
36. (original) The compound according to claim 35, wherein in the W, the NR_6R_6 is:



37. (original) The compound according to claim 36, wherein in the W, the NR_6R_6 is:



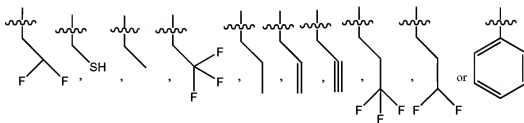
38. (original) The compound according to claim 37, wherein in the W, the NR_6R_6 is:



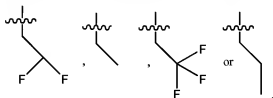
39. (original) The compound according to claim 38, wherein in the W, the NR_6R_6 is:



40. (previously presented) The compound according to claim 1, wherein R_5' is hydrogen and R_5 is:



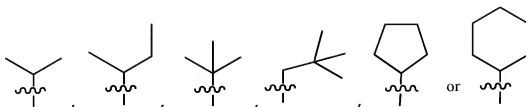
41. (original) The compound according to claim 40, wherein R_5' is hydrogen and R_5 is:



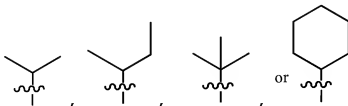
42. (previously presented) The compound according to claim 1, wherein R_2 , R_4 , R_7 , and R_{12}' are each independently H, methyl, ethyl, or propyl.

43. (original) The compound according to claim 42, wherein R_2 , R_4 , R_7 , and R_{12}' are each H.

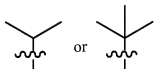
44. (previously presented) The compound according to claim 1, wherein R_3 is:



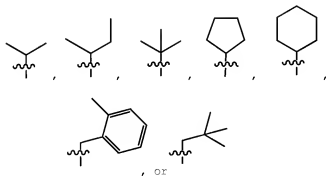
45. (original) The compound according to claim 44, wherein R_3 is:



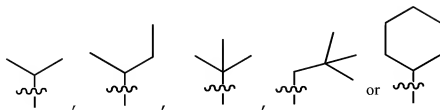
46. (original) The compound according to claim 45, wherein R^3 is:



47. (previously presented) The compound according to claim 1, wherein R^1 is:



48. (original) The compound according to claim 47, wherein R_1 is:



49. (original) The compound according to claim 48, wherein R₁ is cyclohexyl.
50. (previously presented) A pharmaceutical composition comprising a compound according to claim 1 or a pharmaceutically acceptable salt thereof; and a acceptable carrier, adjuvant or vehicle.
- 51.-63. (canceled)